

**Charter of
The Oliver Springs Historical Society
Adopted July 4, 1983**

Constitution

Article I: Name

This corporation shall be called the Oliver Springs Historical Society.

Article II: Object

- A. The object shall be the promotion of interest in preservation of material relating to the history of Tennessee and particularly of Oliver Springs and that this is not for profit and last perpetually.
- B. In the event of dissolution of the Society, its assets shall be passed to any general welfare corporation having a similar purpose and function in East Tennessee or to the Oliver Springs Library, a part of the municipality of the Town of Oliver Springs.

Article III: Membership

- A. All persons interested in the history of the State of Tennessee are eligible for membership.
- B. The Oliver Springs Historical Society shall apply for and be a chapter of the East Tennessee Historical Society.

Article IV: Board of Directors

Section 1 Management. Management and control of and the Society and of its affairs shall be vested in the Board of Directors.

Section 2 Membership. The Board of Directors shall consist of a president, a vice president, a secretary, a treasurer, the ex-president immediately preceding, the editor or the official publication of the organization who shall also serve as the official historian of the Society, and from six to twelve other members elected by the Society. The president shall serve as an ex-office member of the Board of Directors of The East Tennessee Historical Society.

Section 3 Terms of Office. The president, vice-president, secretary, treasurer and board members shall be elected for a term of one year. No officer or board member shall serve more than two successive terms. No person shall be nominated to the same position on the board unless one year lapses between the end of his last term and the beginning of the term for which he is nominated.

Section 4 Nomination and election.

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- A. Not less than one month prior to the Society's August monthly meeting, the secretary shall send to each member of the board of directors a blank upon which such members shall nominate one person for each office open to election. Nominations shall be returned not less than one week prior to the August monthly meeting. A committee on nominations, appointed by the president, shall select the candidates from a list of all nominees.
- B. Nominations may also be made by any member of the Society at any time prior to the balloting at the meeting in August. Any nomination made after the deliberation of the nominating committee shall be added to the slate of candidates upon affirmative vote of the majority of the members present at the August monthly meeting. A candidate for election shall be an individual who is an active member.
- C. Officers and directors shall be installed at the September monthly meeting and serve until their successors have been duly elected and installed. In the event of a resignation or incapacity of any officer except the president, or any director, the vacancy may be filled by a vote of the board of directors for the unexpired term of office.

Section V Attendance at Meetings. Failure to attend three consecutive meetings of the Board of Directors shall, except for good cause, be considered as good cause to terminate the term of office of any Director.

Duties

- A. The board shall select the date and place of meetings, shall prepare programs and take charge of business of the Society. The committee may call special meetings.
- B. When the board shall judge that the finances of the Society will support such staff, the executive committee may appoint an executive director of the Society for such term as it shall chose at the salary it shall determine. The board shall also have the power to terminate such appointment without cause.
- C. The executive director shall be responsible to the board for furthering the objectives of the Society, developing new goals, editing any newsletters, increasing membership, administering the business of the Society, improving the Society's finances, implementing the policies of the board and such other duties commensurate with the position as the board may determine.

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Article V:

Section 1 The Society shall hold on regular meeting a month from August through May.

Section 2 The President is required to call special meetings when requested to do so by five members of the Society. Notice of such meetings shall be given two days in advance.

Article VI: Voting

Each member of the Society shall have the privilege of voting after paying annual dues.

Article VII: Quorum

Section 1 A Society quorum shall consist of not less than seven members.

Section 2 A quorum of the board of directors shall consist of not less than four members.

Article VIII: Finances

To meet the expenses of the Society, each member shall pay an annual fee.

Article IX: Amendments

This constitution and By-Laws may be amended by a two thirds vote of the members present at any meeting of the Society.

Article X: Prohibited Activities

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding of any future United States Revenue Law) or (b) by a corporation, contributions to which are tax deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding of any future United States Revenue Law).

Article XI: Address, Principal Office

The address of the principal office of the corporation in the State of Tennessee shall be Oliver Springs Library, City Hall Building, Oliver Springs, Tennessee 37840, County of Roane.

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Amendments: (Adopted July 6, 2015)

Article II B - Replace *“any general welfare corporation”* with *“a general welfare corporation”*

Article IV Section 2 - Replace *“the ex-president immediately preceding”* with *“the ex-president immediately preceding who shall serve as chairman of the board”*

Article IV Section 2 - Replace *“The president shall serve as an ex-office member of the Board of Directors of The East Tennessee Historical Society”* with *“The president or his designee shall serve as a representative to the East Tennessee Historical Society”*

Article IV Section 3 - Delete: *“The president, vice-president, secretary, treasurer and board members shall be elected for a term of one year. No officer or board member shall serve more than two successive terms. No person shall be nominated to the same position on the board unless one year lapses between the end of his last term and the beginning of the term for which he is nominated.”* Add: **A.** *“The president, vice-president, secretary, and Board of Directors shall be elected for a term of two years.”* **B.** *“The treasurer shall be recommended by the Board of Directors and ratified by the general membership, for a term of two years.”*

Article IV Section 4 A - Replace *“A committee on nominations, appointed by the president, shall select the candidates from a list of all nominees”* with *“A committee on nominations appointed by the president shall compile and organize the candidates into a list for presentation to the general membership”*

Article IV Section 4 C - Replace *“In the event of a resignation or incapacity of any officer except the president, or any director, the vacancy may be filled by a vote of the board of directors for the unexpired term of office”* with *“In the event of a resignation or incapacity of any officer or director, the vacancy may be filled by a vote of the board of directors for the unexpired term of office”*

Article IV Section 5 - Delete *“Attendance at Meetings Failure to attend three consecutive meetings of the Board of Directors shall, except for good cause, be considered as good cause to terminate the term of office of any Director.”*

Article V - Replace *“The Society shall hold on regular meeting a month from August through May”* with *“The society shall hold one regular meeting a month”*

Article V - Add *“The Board of Directors shall meet on the Thursday that precedes the regularly scheduled monthly meeting, or at a time designated by the board.”*

Article VII Section 1 - Replace *“A Society quorum shall consist of not less than seven members”* with *“A Society quorum shall consist of not less than 20 members”*

Article VII Section 2 - Replace *“A quorum of the board of directors shall consist of not less than four members”* with *“A quorum of the Board of Directors shall consist of not less than 8 members”*

Article VIII - Replace *“an annual fee”* with *“an annual membership fee”*

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Article X - Replace “*Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding of any future United States Revenue Law) or (b) by a corporation, contributions to which are tax deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding of any future United States Revenue Law)*” with “**Section A** *The purpose for which the corporation is organized is exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.*

Section B *Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempted from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.*

Article XI – Replace “*The address of the principal office of the corporation in the State of Tennessee shall be Oliver Springs Library, City Hall Building, Oliver Springs, Tennessee 37840, County of Roane*” with “*The address of the principal office of the corporation in the State of Tennessee shall be the Oliver Springs Historical Society Museum and Archives, 505 Winters Gap Road, P.O. Box 409, Oliver Springs, Tennessee 37840, County of Roane*”